



West Highland Housing Association Ltd

CS011

Standing Orders Policy

REVIEWED: MB November 2019
NEXT REVIEW: November 2022

Registered Charity in Scotland no. SC017357

1. INTRODUCTION

- 1.1 West Highland Housing Association (WHA) is registered with OSCR [No SC017357] and the Scottish Housing Regulator. Its powers, objectives and rules are contained in the Memorandum & Articles of Association. The manner in which it is governed and how it operates on a daily basis are contained within these Standing Orders and various associated policies and procedures.
- 1.2 These Standing Orders describe the roles and responsibilities of the organisations that make up the governance framework for West Highland Housing Association [WHA is a subsidiary of Link Group and this is reflected within our Rules], including membership and meeting arrangements. They take account of the Rules of West Highland Housing Association (WHA), West Highland Futures (WHF), relevant legislation and regulatory requirements. In the event of a conflict being identified between the terms of the Standing Orders and the Rules, the Rules shall prevail.
- 1.3 They also provide a framework for the conduct of meetings, delegation of authority and reporting arrangements (including financial regulations) for WHA to ensure that it is well governed and operates its business in an orderly and efficient way. They apply to all meetings of the Board, its Committees and any other groups.
- 1.4 These Standing Orders will be reviewed at least every five years. This does not prevent an earlier review if operational or regulatory changes require it. The Standing Orders cannot be amended without the approval of the Board of WHA. Subsidiary organisations must also be consulted before substantive amendments to shared policies.

2. GOVERNANCE PRINCIPLES

- 2.1 The Management Board has ultimate responsibility for the governance of the WHA. The foundation of good governance is that there should be a balanced, diverse and effective Management Board, which leads and controls WHA. Good governance is more than good practice - it is good business too. It is about our mission, clarity of purpose and effectiveness. As such, good governance enhances the reputation, and ensures better results are achieved.

- 2.2 The Management Board should ensure that WHA upholds the following principles:

Standards

It operates according to high ethical standards, explicit values and good practice.

Accountability

There is proper accountability to, and involvement of, all the Association's stakeholders, including its residents.

Openness

There is a spirit of openness, making full disclosure of governance matters and other information.

Equality

There is fairness and equality of opportunity in all aspects of the Association's governance.

Review

There are formal and open processes for the periodic review of its own performance, and to ensure its renewal.

Clarity

There is clarity of roles and responsibilities between the Association's officers and Board Members.

Control

There are effective systems for internal delegation, audit and control.

Information

They receive adequate and timely reports and advice to inform their decisions.

Structures

There are effective staffing and Management Board structures to support its work.

Audit

There are effective and proper relationships between the Association and its external auditors and regulators.

Political Alignment

West Highland Housing Association is a non-political organisation. Members, Board Members and Executives may hold allegiance to or membership of a political party but should not express their party-political views in their capacity as (as appropriate) a Member, Management Board Member or Executive, or on behalf of WHHA.

Confidentiality

2.3 Members of the Management Board and employees of the Association should act in an open and accountable way in relation to the residents, local communities, Council, employees and other interested parties. As a general rule, information about the Company, its work, its Management Board and

employees should be available unless there are good reasons of confidentiality or practicality why not.

Certain reports and discussions will be Confidential simply due to the content

It is our policy to deal with as much business as possible in our meeting held in public so that our business is open to public scrutiny. However, items that relate to individual staff, or other matters of a confidential or commercially sensitive nature which it would be inappropriate to discuss in a public forum, will be discussed in private.

Code of Conduct

2.4 Each year the Board at the first meeting after the AGM they should formally adopt the

- Code of Conduct
- Entitlements, Payments and Benefits Policy
- Financial Regulations and Authorisations

All Board and staff members must be meticulous about declaring conflicts of interest. WHHA will maintain records of Management Board Member's and staff interests, which senior staff will make available for public inspection. When the Management Board discusses an item which poses a conflict of interest for any member, that person should declare the interest.

2.5 If the conflict is clear and substantial, the Management Board member should withdraw and cannot vote on the matter. Where such a conflict is likely to re-occur on a frequent basis, the Management Board member should offer to resign.

2.6 Where a conflict of interest arises at a Management Board or Committee meeting that person should declare the interest which should be formally minuted.

2.7 All Management Board members must ensure that private or personal financial interests never influence any decisions taken on behalf of the Association, and that they never use their position as a member of the Management Board for personal gain of any sort.

2.8 Management Board and staff members must not normally accept non-cash gifts nor accept or give entertainment in a lavish way. Extreme caution should be exercised where an offer of a gift, favour or hospitality is made personally to a Management Board Member and should be reported to the Chief Executive, to be recorded, and the Chairperson informed. Gifts of cash must not be accepted under any circumstances.

Gifts and Hospitality

2.9 With regard to gifts and hospitality Management Board Members and staff must ensure that:

- Personal gifts with a significant monetary value are not accepted;
- Hospitality is not accepted if it could be seen as a way of exerting an improper influence over the Association's decisions; and
- Any gifts or hospitality are formally recorded in the Hospitality Register, apart from inexpensive items, such as working meals or free calendars.

3. ROLES AND RESPONSIBILITIES

Link Group

3.1 The Association is a member of the Link Group. The roles and responsibilities are included within the Independence Agreement. Link Group under very specific circumstances may step in to deal with matters in West Highland but Link Group Link acknowledges the independence of WHHA as a separate legal entity and of its business and agrees that it shall not, issue directions/instructions to the Board of WHHA relating to the conduct of their business unless otherwise allowed for in the Independence Agreement. In particular, neither Link nor any of its Committee members or officers will act as a shadow director.

3.2 The Board and Officers of WHHA will ensure that Link Group are provided with the required information timeously and will work with all colleagues throughout the Group to deliver the strategic goals and objectives

Management Board

3.3 The Management Board's central role is to direct the Association's work relating to the strategic direction and policies. The implementation of the strategic direction and policies is delegated to paid staff. The Management Board has ultimate responsibility for ensuring the Association develops positive and constructive relationships with its key stakeholders including its funders and regulators. The Management Board should satisfy itself that effective communication and reporting lines are in place with these bodies.

In general:

- Financially viable;
- Properly governed;
- Properly managed

All Management Board Members share responsibility for its decisions. Each should act only in the interests of WHHA and not on behalf of any interest group.

To enable the Management Board to discharge their responsibilities for the direction of WHHA, Management Board Members should have or acquire a diverse range of skills, competencies and experience.

The Chair

- 3.4 The Chair has particular duties and responsibilities, which are set out in this section. In carrying out these duties, the Chair should always remember that he or she is acting on behalf of the Management Board, and not in isolation. In particular circumstances, the chair may need to seek external independent advice.

The responsibilities of the Chair and other Office Bearers are shown on the appendices.

The Executive

- 3.6 The Office Bearers form the Executive. When urgent decisions with policy implications are required and when it is impractical to call a Management Board Meeting, the Executive shall take such decisions to resolve the issue as shall involve the least possible commitment on behalf of the Association.

Matters may also be remitted by the Management Board to be dealt with by the Executive on the basis that a report is made to the next meeting of the Management Board regarding any decisions or action taken. Also, in this regard, no decision or action may be taken by the Executive which goes beyond the terms of the instruction issued to it by the Management Board.

- 3.7 The Chief Executive will meet at least every two months with the Executive to update them on issues and agree agendas for future meetings.
- 3.8 All meetings of the Executive will be minuted.

Chief Executive

- 3.9 The Chief Executive is authorised and empowered to manage the Association, and its Subsidiaries, and to direct their operations. The Chief Executive is responsible and accountable to the Management Board. The Chief Executive is responsible to:

- Manage the affairs of the Association in accordance with the values and objectives of the Association, and the general policies and specific decisions of the Board;
- Act in the best interests of the Association.
- Help the Management Board determine the Association's policies and strategy;
- Draw the Management Board's attention to matters that it should consider and decide;

- Ensure that the Management Board is given the information necessary to perform its duties and, in particular, that the Management Board receives advice on matters concerning compliance with its governing instrument, the law and the need to remain solvent;
- Ensure that proper systems of control are established and maintained;
- Supervise, with the guidance of the Chair, the preparation of documents for consideration by the Management Board;
- Help the Chair ensure that the business of the Management Board is properly conducted;
- Ensure relationships between the senior staff and the Management Board are positive and focus on the business of the Association.
- Lead and manage the staff and ensure that their performance is appraised; and
- Represent the Association on occasion.

Leadership Team and Management Team

3.10 The Leadership Team includes the Senior Managers [3] and the CEO. It will meet regularly to discuss matters of policy and strategy under the auspices of the Business Planning, keeping the organisation safe and important operational issues review.

The Management Team contains senior staff [Grade 7's] and they will meet the Senior Managers on a monthly basis to discuss policy and operational matters. Meetings of the Management Team shall be minuted and retained by the Chief Executive for at least 3 years.

The Management Team has delegated authority for the Association including:

- The financial control of the resources contained within the approved Business Plan and Budget;
- Control, monitoring and review of development, maintenance, any special projects and housing management activity;
- Implementation of Business Plan;
- Formulation and recommendation of strategic policy;
- Recommendation of changes to establishment;
- Approval of contracts, tenders and tender lists for contracts below prescribed limits as defined within financial regulations;

- Consideration of the range of Associations and people involved with WHHA and develop excellent relationships with them;
- Ensuring that proper financial procedures are developed and implemented;
- To review and monitor performance against policy and targets;
- To ensure the Association's practices are achieving their objectives;
- To review Associational practices and skills of staff;
- To be involved in the annual budget setting process;
- To participate at Management Board Meetings as necessary;
- To oversee and evaluate overall Associational performance and ensure performance is reported in the appropriate ways.

Scheme of Delegation of Authority

3.11 The Board is responsible for all of the affairs of WHHA and for all activities carried out on its behalf. It is recognised that the effective operation of the Association's business depends on appropriate action being taken when required, in accordance with agreed policies. The Board has agreed the following general and specific delegated authorities to ensure that the work of WHHA is carried out efficiently and effectively and is not unnecessarily delayed whilst awaiting decisions that fall within previously agreed policies. All matters not specified are reserved to the Board.

Where authority is delegated to a Committee and one or more members of staff, the authority delegated to staff relates to operational (i.e. day to day) responsibility, in accordance with agreed job descriptions.

3.12 General matters

The Office Bearers (Chair and Vice-Chair) have delegated authority to:

- represent WHHA on official business
- implement the Association's agreed emergency procedures and disaster recovery policy;
- take decisions on specific issues between meetings, as delegated to one or more office bearers by the Board.

The Chief Executive, in consultation with the Leadership Team, has authority to:

- Ensure the effective operational implementation of the Association's strategies, policies and procedures
- Represent WHHA on official business, consistent with the agreed strategies, plans and policies of WHHA

- Carry out all necessary actions on behalf of WHHA to comply with legal and regulatory requirements, in accordance with WHHA's Rules and these Standing Orders

The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995. The use of the common seal is not required. The seal must only be used if the Board decides this. When the seal is used, the deed or document must be signed by the Secretary or a member of the Board, and recorded in the register.

3.13 On Appendix 2 the detail for the scheme of delegation is given. Detailed information on financial delegations are given on the Financial Authorisations Policy.

4. MANAGEMENT BOARD AND SUB COMMITTEE MEETINGS

General

- 4.1 The full Board of WHHA can consist of up to 12 people with two places being nominated by Argyll and Bute Council [nominees from the Oban, Lorn and Isles Area and the other from the Mid Argyll, Kintyre and Islay Area.] The Council nominees are only entitled to one vote. One place can also be taken up by Link Group.
- 4.2 Membership of the Management Board is by election at the Annual General Meeting normally held at the end of August.
- 4.3 From time to time the Management Board and/or Committees can decide to co-opt individuals either to deal with casual vacancies or due to a need for specific expertise. Co-options are for one year and either require co-option for a further year or becoming a full member of the Management Board at the AGM.
- 4.4 The cycle of Management Board meetings will be determined by the date of the AGM, which is held within six months of the financial year end. A timetable of all meetings is issued in February/March. The Agenda and associated papers will be posted 1st class or delivered by electronic mail 1 week prior to the meeting
- 4.5 The quorum for a Management Board Meeting will be 4 people and for Committees 3 people.
- 4.6 Meetings of the Management Board shall be held no less than 6 times a year and Committees will be held quarterly. Management Board Members may, with the permission of the person presiding at the meeting, take part in a meeting of the management Board, although not physically present, by way of conference call, video-conference, web-conference or the like, and in that circumstance shall be entitled to take a full part in the meeting and shall count towards the achievement of the quorum.

- 4.7 In normal circumstances meetings will last no longer than 2 ½ hours but where there is a need for a longer period of discussion then a decision can be made either to continue or adjourn the meeting.

Confidential Report

- 4.8 WHHA is open about the way it conducts its affairs, and positive about how it responds to requests for information. In line with this approach, minutes of the meetings of the Board will be available to the public, once they have been approved. They will be available from WHHA's office and website.
- 4.9 Some items and reports considered at Board meetings may require to be treated as confidential, for example those relating to individuals or groups of individuals, or commercially sensitive. It is the responsibility of the Chief Executive to determine whether any item or report due for consideration at an upcoming Board meeting should be designated as confidential, in line with WHHA policies, and in consultation with the Chair where any judgement may be required in relation to such a decision. It will be for the Chair to decide at the meeting which, if any, staff members remain in attendance when confidential items are discussed. Such items will be the subject of a separate, confidential minute, which will not be made available to the public, or the staff team.
- 4.10 It is the responsibility of the Chief Executive (acting on behalf of the Secretary), supported by the Finance and Corporate Services Manager, to ensure that for all confidential items considered by the Board there is a clear audit trail of reports and papers and minutes supporting any confidential decisions, and that these are filed and stored securely, whether in paper or electronic format.

Conduct of Meetings

- 4.11 Management Board Members shall conduct themselves in a business-like and courteous manner, observe the Code of Conduct and commonly accepted rules and conventions of debate and meetings.
- 4.12 Management Board Members must be respectful of views and at all times observe respect for the Chair, Vice-Chair or other person presiding at a meeting at all times.
- 4.13 The decision of the Chair, Vice-Chair or other person presiding at a meeting, on length of speeches, debate and closure of debate, is final.

The Chair, Vice-Chair or other person presiding at a meeting will seek to ensure that all Management Board Members are given adequate opportunity to debate all items on the Agenda.

- 4.14 The order of business at Management Board Meetings and Committees Meetings shall be:
- to choose a person to preside if neither the Chair nor the Vice-Chair is present;

- to note apologies for non-attendance;
 - to note declarations of interest (any declarations made will be repeated before the particular agenda item is discussed);
 - to approve as a correct record the minutes of the previous Management Board Meeting;
 - to consider any matters arising from the minutes of the last Management Board Meeting that is not on the Agenda;
 - to receive and consider minutes of meetings, reports and recommendations of Committees and of the Subsidiaries; and
 - to consider any business placed on the Agenda by the Chief Executive (including matters requested by the Management Board Members to be placed on the Agenda) and included in the notice of the meeting.
- 4.15 Staff and external advisers shall attend Management Board Meetings to present reports and otherwise advise and assist the Management Board. Such persons shall leave the meeting if they have a conflict of interest or they are asked to do so by the Chair, whom failing the Vice-Chair or other person presiding at a meeting. Where Officers are requested to leave the meeting the Management Board should ensure that a Minute is taken of the discussion.
- 4.16 In the event that an issue of procedure shall arise at a meeting which is not dealt with in the Rules or these Standing Orders the Chair, the Vice-Chair or other person presiding at a meeting shall determine the issue and specify the procedure to be adopted.

Voting

- 4.17 It is the Management Board's practice to attempt to reach a consensus in respect of decisions of the Management Board. Should the Management Board be required to vote on a particular matter in order to reach a decision, a majority vote of those Management Board Members present and voting at a meeting shall, except where otherwise required by law or by the Rules, determine every question.
- 4.18 Each Management Board Member [save the Council Members who have a shared vote] has one vote. In the case of equality the Chair, whom failing the Vice-Chair or other person presiding at a meeting also has a casting vote.
- 4.19 Voting shall be by show of hands
- 4.20 Unless the Chair, whom failing the Vice-Chair or person presiding determines otherwise a record of the number of votes cast for and against need only be taken and recorded in the minutes where resolutions, proposals and approvals require to be passed by a specific majority of Management Board Members in terms of the Rules.

- 4.21 Wherever reference is made in these Standing Orders to a vote, agreement, approval or majority, no account shall be taken of abstentions in determining the result of any such vote and/or whether the relevant agreement, approval or majority has been reached, given or achieved.
- In the event of a tied vote, the Chair, whom failing the Vice – Chair or person presiding at the meeting shall have a casting vote in addition to a deliberative vote.
- 4.22 All motions and amendments must be relevant to the subject under discussion and Chair, whom failing the Vice – Chair or person presiding at the meeting, any meeting shall have the power to rule out of order any motion or amendment which is in his/her opinion irrelevant and/or incompetent [for example not complying with legislation, good practice or performance standards.] Any motion or amendment shall require a proposer and a seconder before being put to the meeting. No motion after it has been proposed shall be withdrawn except by leave of the seconder. In the absence of a Management Board Member who has given notice of a motion the Management Board Members present at the meeting may dispose of it or postpone it, as they think fit. After a motion has been made and seconded, any Management Board Member wishing to move a further amendment may do so.
- 4.23 When a motion and a number of amendments are before a Management Board Meeting or Committee, notification will be taken of all proposed amendments. The whom failing the Vice – Chair or person presiding at the meeting shall then put the first amendment against the motion, which will then be accepted or rejected. Other proposed amendments will then be heard in turn.
- 4.24 Any Management Board member may raise a point of order in the course of a meeting, and all questions of order shall be decided by the whom failing the Vice – Chair or person presiding at the meeting the meeting. No other Management Board Member shall be permitted to speak to the point of order, unless with Chairperson’s permits.
- 4.25 Any Management Board Member who disagrees with any decision of the Management Board or any Committee at which he/she is present may ask to have his/her dissent recorded in the minutes.
- 4.26 A motion which is contradictory of a previous decision of the Management Board or any Committee shall not be competent within six months from the date of the adoption of such a decision, unless a suspension of standing orders.

Minutes

- 4.27 The Secretary is responsible for ensuring that minutes of the proceedings of the Management Board and Committees are taken and copies provided for the Management Board Members and Committee Members respectively. The minutes shall be submitted for approval as a correct record, with or

without amendment, to the next Management Board Meeting or Committee Meeting. If so approved and signed by the Chair, the Vice-Chair, Committee Chair or other person presiding at a meeting the minutes shall then be conclusive evidence of any fact recorded in them.

The minutes, whether yet approved or not by the relevant Committee, of all Committee Meetings shall be submitted to the next Management Board Meeting.

5. ANNUAL GENERAL MEETING

5.1 The following matters, together with others reserved to a General Meeting in the Rules, cannot be dealt with by the Management Board and must be dealt with at the Annual General Meeting of the Association:

- consideration of the Chair's report on the previous year's activities;
- approval of the Annual Accounts and the Auditor's Report, both of which will have first been considered by the Management Board;
- receipt of the results of the election or re-election of Management Board Members and the declaration of those elected as duly appointed to the Board;
- election or re-election of the Independent Board Members; and
- appointment or re-appointment of the External Auditors.

5.2 The Secretary gives all Shareholders 14 clear days' notice of the Annual General Meeting. This notice should include the time and place of the Meeting, Agenda, Minutes of last Annual General Meeting, summary of Annual Accounts and nomination forms.

5.3 At the first meeting following the AGM the Board will:

- Elect Office Bearers of the Board
- Elect the Chair and members of the Corporate Services Committee
- Elect the Chair and members of the Strategic Risk Committee
- Elect the Chair and members of the Health and Safety Committee

This meeting will also approve:

- Health and Safety Statement
- Code of Conduct [all Board Members will have an updated and signed Code of Conduct]
- Entitlements, Payments and Benefits Policy
- Financial Authorisations

6. SPECIAL GENERAL MEETINGS

6.1 The Secretary can call a special meeting if:

- The Management Board Requests one or
- At least 4 members request one in writing. If there are more than 40 Shareholders, at least one tenth of all the Shareholders must ask for the meeting.

6.2 Whoever asks for the meeting must give the Secretary details of the business to be discussed at the meeting

6.3 If a special general meeting is requested, the Secretary must, within 10 days of having received the request, give all Shareholders notice calling the meeting. This notice should include the time and place of the Meeting, Agenda. A special general meeting must not discuss any business other than the business mentioned in the notice calling the meeting. The meeting must take place with 28 days of receiving the request.

ROLES, RESPONSIBILITIES AND FUNCTIONS

Management Board

Objective

The Management Board is ultimately responsible for all decisions and actions taken in the name of the Association and will conduct its business to ensure that the Association is:

Financially viable;
Properly governed;
Properly managed.

Chair

The Chair will be appointed by the Board Members at the first meeting after the AGM. The Chair has a time limit of 5 years and must stand down after 5 years. The Chair will be elected on having relevant skills and experience.

The Chair of the Board is responsible for ensuring that the Board discharges its responsibilities.

The Chair of the Board and in his/her absence the Vice-Chair, whom failing, the Committee Member appointed to chair a meeting of the Committee is responsible for the smooth running of the Committee meetings. This includes:

- agreeing the agenda for each meeting;
- ensuring that the meeting runs to time and that adequate time is allocated for each item;
- encouraging contributions and questions where appropriate from all members of the Committee; and
- ensuring that the resolutions identified in the papers are tabled and dealt with.

Board Membership and Meetings

The Board membership shall comprise up to 12 members ("the Members") and in addition two members appointed by Argyll and Bute Council

The Board must have a mix of experience including an understanding of the community, financial, risk management and corporate governance experience.

The quorum shall be 4 members.

There shall be no less than six Board meetings per calendar year.

A Member may participate in a Meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all the Members participating in the Meeting can communicate with each other. A Member participating in a Meeting in this manner shall be deemed to be present in person at the Meeting.

The Board

It will monitor performance of all its functions and will decide the level of resources to meet its financial and other obligations.

Structure

- Appointment of the Chair and Vice-Chair;
- Appointment and removal of the Chief Executive led by the Link Group CEO
- Appointment and removal of Management Board Members;
- Changes to corporate structure, including the setting up and dissolution of subsidiaries;
- Changes to the structure, size and composition of the Management Board;
- Appointment of directors to WHF;
- The establishment and dissolution of Committees and the referral and delegation of business to them;
- Nomination for election of Independent Management Board Members, filling and agreeing procedure for filling casual vacancies, appointment of the Chief Executive and appointment of co-optees to Committees;

Governance

- Any conflicts of interest arising for individual Management Board Members;
- Approval of resolutions to be put forward by the Management Board at a general meeting;
- Overriding responsibility for compliance by the Association with registration criteria, performance standards, guidance and regulatory requirements of the Scottish Housing Regulator (and its successors);
- Ensure that the Association co-operates fully with the Scottish Housing Regulator, OSCR and Companies House. It discloses documents and information as required, including annual returns, annual accounts, auditor's management letter, other financial returns and the notification of changes of Management Board membership or senior staff;
- Satisfy itself that the Association's affairs are conducted lawfully and in accordance with generally accepted standards of performance and propriety;

- To notify the Scottish Housing Regulator promptly of any event which has a materially detrimental effect on the Association or would be likely to give rise to substantial adverse publicity;
- Ensuring that the organization complies with ethical conduct;
- Matters reserved to it by the Scheme of Financial Delegation;
- Matters of doubt or difficulty which involve, or appear likely to involve, major changes in or departure from the policy of the Association;
- Any other matter reserved to the Management Board in terms of the Rules or these Standing Orders.

Strategy

- Set and review the business objectives for the organisation;
- Approve, monitor and review of all plans, projections in relation to the strategic objectives of the business [plans include Housing Management & Maintenance, Wider Action, Equalities etc.];
- Expansion of the Association's operations into new activities or geographic areas;
- Any decision to extend or cease a material part of the Associations operations;
- Matters of doubt or difficulty which involve, or appear likely to involve, major changes in or departure from the policy of the Association;
- The approval, monitoring and review of policy by the Association;
- Ensure that the Association has a procurement strategy and policy which complies with relevant legislation and that the Association procures compliantly and transparently and manages contracts effectively to deliver value for money and quality outcomes;

Finance

- Oversee the long term strategic planning of the Association's finances, including the preparation of the Association's annual budget plan, ensuring that it is fully aligned to the Association's Business Plan and strategy, delivers value for money
- Oversee the continuing short, medium and long term financial viability of the Association and regularly review the financial risks to this visibility;
- All matters requiring determination by the Management Board in terms of the Business Plan, Budgets, or the like;
- Any additional expenditure not contained within the approved budgets;

- Matters reserved to it by the Scheme of Financial Delegation;
- Any borrowing by the Association;
- Any granting of security by the Association;

Risk Management

- Monitor and review the effectiveness of the overall risk assessment and management system within the Group;
- Periodically review and make recommendations to the Board on the Corporate Risk Register and Group Risk Management Policy.

Compliance and Assurance

- Oversee the process in place to monitor the arrangements for ensuring the Association's compliance with legislation and regulation.
- Approve the Association's Annual Assurance Statement for Link Group Board including the associated sources of assurance, and make recommendations to the Group Board on the Group submission to the Scottish Housing Regulator;
- Monitor the Group's compliance with contractual, legal, regulatory and charitable obligations and duties.

CORPORATE SERVICES SUB COMMITTEE

Terms of Reference for the Corporate Services Sub Committee

General

The Corporate Services Sub Committee (“the Committee”) is constituted by West Highland Housing Association Board

Chair

The Committee Chair will be appointed by the Group Board based on having relevant skills and experience.

The Chair of the Committee is responsible for ensuring that the Committee discharges its responsibilities.

The Chair of the Committee and in his/her absence the Vice-Chair, whom failing, the Committee Member appointed to chair a meeting of the Committee is responsible for the smooth running of the Committee meetings. This includes:

- agreeing the agenda for each meeting;
- ensuring that the meeting runs to time and that adequate time is allocated for each item;
- encouraging contributions and questions where appropriate from all members of the Committee; and
- ensuring that the resolutions identified in the papers are tabled and dealt with.

Committee Membership and Meetings

The Committee membership shall comprise up to 7 members (“the Members”).

The Committee must include members with relevant financial, risk management and corporate governance experience.

The Chair may be a member, but not the Chair, of the Strategic Risk Committee.

The quorum shall be 3 members.

There shall be no less than four Committee meetings per calendar year.

A Member may participate in a Meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all the Members participating in the Meeting can communicate with each other. A Member participating in a Meeting in this manner shall be deemed to be present in person at the Meeting.

The Committee may undertake approvals required under its ToR in writing, provided that at least 3 of the members, one of whom must be the Chair, indicate their agreement.

The Committee may seek legal or other professional advice which it considers relevant to its responsibilities through the Secretary.

Relevant members of staff will normally attend meetings of the Committee. The Committee has the right to meet in private without the attendance of any non-member or staff.

Internal and External Auditors shall have direct access to the Committee at all times and may request that the Chair convene a meeting of the Committee. The Chair's decision will be final in relation to any such request.

Delegated Authorities and responsibilities

This Committee has responsibility for all Finance, IT, Audit, and staffing issues and will undertake the functions detailed below, together with any additional functions which may be delegated by the Management Board from time to time.

It is expected that the Committee will review all policies within its responsibility and recommend for Management Board approval.

Finance

- Monitor and review the Association's current and projected performance against Budget, ensuring that sound budgetary controls are in place and, where appropriate, agreeing a course of action to address any performance issues;
- Ensure that the Association has an effective framework for financial management, which is transparent, complies with legislation, financial regulations, statutory guidance and good practice and is consistent with the Association's charitable status;
- Ensure that financial reporting provides the Management Board with sufficient information, which is understandable, concise and presented in a manner which allows members to evaluate performance against targets and the Association's overall financial position;
- Oversee treasury management performance, ensuring that policies and strategy are appropriate for the Association's operating circumstances and are fully aligned to the Association's Business Plan, Budgets and business strategy;
- To recommend to the Management Board banking and insurance services for the Association. This will include monitoring and reviewing of existing arrangements;
- To advise the Board on the effectiveness of the Association's and the subsidiary's management and control systems for ensuring value for money, propriety, economy, efficiency, competence and accountability;
- Consider any incidents of fraud or attempted fraud, and the response of the management to such incident within the Association, referred to it by the Chief Executive or Internal Auditor;
- Review the Annual Performance Return submitted to the Scottish Housing Regulator;

- Monitor, review and recommend actions in terms of recovery of monies due to the Association;

Audit

- Monitor and review the effectiveness of the external and internal audit services;
- Review, consider and advise on individual reports made by the internal audit (this includes work completed by co-sourced specialist internal audit providers), including operational systems and financial affairs of the Group and the functioning, maintenance and development of its operational and financial control systems.
- Monitor the implementation of approved recommendations relating both to internal audit reports and external audit reports and management letter across the Group.
- Review and approve the internal audit plan and scope of work;
- Monitor the implementation of approved recommendations relating both to internal audit reports and external audit reports and management letters;
- Review and “sign off” Code of Conduct, Declarations of Interest and lead on ethical issues of governance for the organisation.
- Initiate reports and investigations as it sees fit, having the right of access to all minutes, books, documents or any other information maintained within the Association and its subsidiaries;
- Review the risk management framework within the Association, monitor and review the Association’s Risk Register and report on the Risk Register to the Board;
- Monitor and review the Association’s performance and advise the Board of any areas of concern;

IT

- Monitor, review and implement any IT improvements for the Association;

Staffing

- Ensure mechanisms are in place to review and refresh the balance of skills and experience of the staff. These mechanisms should include annual internal reviews and periodic independent assessment of the performance of the Management Board;
- The Committee, or some Members of the Committee, will hear grievances and appeals against disciplinary action;
- Agree and recommend to the Management Board staff salaries and conditions of service

Terms of Reference for the Strategic Risk Committee

General

The Strategic Risk Committee (“the Committee”) is constituted by West Highland Housing Association Board

Chair

The Committee Chair will be the Vice Chair of the Management Board. The Committee will not include the Chair of Corporate Services Committee nor the Chair of the Board.

The Chair of the Committee is responsible for ensuring that the Committee discharges its responsibilities.

The Chair of the Committee and in his/her absence the Vice-Chair, whom failing, the Committee Member appointed to chair a meeting of the Committee is responsible for the smooth running of the Committee meetings. This includes:

- agreeing the agenda for each meeting;
- ensuring that the meeting runs to time and that adequate time is allocated for each item;
- encouraging contributions and questions where appropriate from all members of the Committee; and
- ensuring that the resolutions identified in the papers are tabled and dealt with.

Committee Membership and Meetings

The Committee membership shall comprise up to 5 members (“the Members”). The quorum shall be 3 members.

The Committee must include members with recent and relevant financial, risk management and corporate governance experience.

The Committee shall meet as required to discharge its duties. Meetings may be called at short notice, but said notice shall be at least two working days, save where at least four members in their absolute discretion agree a meeting is required at shorter notice. Where the number of members is odd, half will be calculated at half of the total number of members less one.

A Member may participate in a Meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all the Members participating in the Meeting can communicate with each other. A Member participating in a Meeting in this manner shall be deemed to be present in person at the Meeting.

The Committee may seek legal or other professional advice which it considers relevant to its responsibilities through the Company Secretary.

Relevant members of staff will normally attend meetings of the Committee. The Committee has the right to meet in private without the attendance of any non-member or staff.

The Committee is designed to scrutinise the work of the Association particularly where there are new projects that require more detailed work. It provides an opportunity for Members and staff to look in detail at areas of work and report back to the Board. It also considers the role of risk in the organisation

Delegated Authorities and responsibilities

- Consider, and where agreed approve, key strategic initiatives, partnerships and projects on as directed by the Board.
- Make recommendations, as appropriate, to the Board on such initiatives, partnerships and projects.
- Monitor and evaluate the implementation of strategies agreed by the Group Board.
- Review work and report on what has been done well, what could have been done better and whether there are broader lessons for the Board to consider
- To undertake at least annually a comprehensive review of the risk maps.
- To receive at each meeting a summary report on material new risks incorporated into the risk maps, and material changes in existing risk ratings or the risk climate.
- To provide assurance to the Boards that risk management and internal controls are embedded in the culture of the organisations.
- To ensure that appropriate business continuity and contingency plans are in place and are tested regularly.
- Review reports and guidance from regulatory or other relevant bodies including the SHR, OSCR, the Accounts Commission and Audit Scotland, and recommend any necessary action to the Board in response to such reports.
- Oversee production of an Annual Assurance Statement to the SHR for approval by the Board.

Terms of Reference for the Health and Safety Committee

General

The Health and Safety Committee (“the Committee”) is constituted by West Highland Housing Association Board

Chair

The Committee Chair will be appointed by the Group Board based on having relevant skills and experience.

The Chair of the Committee is responsible for ensuring that the Committee discharges its responsibilities.

The Chair of the Committee and in his/her absence the Vice-Chair, whom failing, the Committee Member appointed to chair a meeting of the Committee is responsible for the smooth running of the Committee meetings. This includes:

- agreeing the agenda for each meeting;
- ensuring that the meeting runs to time and that adequate time is allocated for each item;
- encouraging contributions and questions where appropriate from all members of the Committee; and
- ensuring that the resolutions identified in the papers are tabled and dealt with.

Committee Membership and Meetings

The Committee membership shall comprise up to 4 members (“the Members”). The quorum shall be 2 members.

The Committee must include members with recent and relevant financial, risk management and corporate governance experience.

The Committee shall meet as required to discharge its duties. Meetings may be called at short notice, but said notice shall be at least two working days, save where at least four members in their absolute discretion agree a meeting is required at shorter notice. Where the number of members is odd, half will be calculated at half of the total number of members less one.

A Member may participate in a Meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all the Members participating in the Meeting can communicate with each other. A Member participating in a Meeting in this manner shall be deemed to be present in person at the Meeting.

The Committee may seek legal or other professional advice which it considers relevant to its responsibilities through the Company Secretary.

Delegated Authorities and responsibilities

- To lead on all matters that relate to Health and Safety;
- Ensure that there is a positive culture around health and safety and deal with matters proactively;
- Oversee compliance with the approved Health and Safety policy and monitor its implementation. In doing so, ensure that Health and Safety audits are commissioned regularly and that resulting actions are carried out and reported to the Board. Review the Association's Health and Safety Risk Register and receive reports on compliance, reporting to the Board as necessary
- Agree training programme for staff and Board
- To ensure there is a good system for compliance
- To ensure that new legislation with implications for tenant/staff/resident safety is acted on and the Association has implementation plans in place;
- To risk assess areas so that there is a good understanding of risk in relation to our work
- Report any matters of concern to the Board with recommendations of how they should be dealt with
- Ensure that anyone who works with us understands our desire to get things right in terms of health and safety
- If there is a serious issue that is reportable the Health and Safety Committee will lead the initial response on this

Delegation

Governance

Authority For	Delegated To
Signing Annual Returns to Scottish Housing Regulator	Chair, with approval from Board
Signing Annual Returns to OSCR	Chair/CEO/Finance and Corporate Service Manager with approval from Board
Signing Annual Returns to Financial Conduct Authority	Chair, in consultation with Chair of Corporate Services Sub Committee and agreed by Board
Preparation and issue of notice, agenda, papers and minutes for meetings of Board	Chief Executive and Finance and Corporate Services Manager (acting as Secretary), in consultation with the Chair
Approval of draft minutes of Board meetings	Chair
Preparation and issue of notice, agenda, papers and minutes of Corporate Services Sub Committee	Chief Executive with the Finance and Corporate Services Manager (acting as Secretary)
Approval of draft minutes of Corporate Services Sub Committee meetings	Two members of Corporate Services Sub Committee
Preparation and issue of notice, agenda, papers and minutes for AGM	Chief Executive with the Finance and Corporate Services Manager (acting as Secretary)
Maintenance of all Registers required by Rules and Regulators	Chief Executive in consultation with Finance and Corporate Services Manager (acting as Secretary)
Agreeing inclusion of Contractors and Consultants on WHHA's approved list	Board
Maintenance of approved list of contractors/consultants	Members of the Management Team
Making statements to the press or other public statements on behalf of WHHA	Chief Executive and/or Chair

Authority For	Delegated To
Recruitment of Chief Executive	As agreed by the Board and in conjunction with the Link Group CEO
Recruitment of Leadership Team	Office Bearers and Chief Executive
Recruitment of Staff within agreed establishment	Chief Executive
Line Management of Chief Executive	Chair and Link Group CEO
Line Management of Leadership Team	Chief Executive
Line Management of all other staff	Designated Line Managers
Grievance and Disciplinary issues relating to Chief Executive	Office Bearers in conjunction with the Link Group CEO
Grievance and Disciplinary issues relating to Leadership Team members	CEO and/or Office Bearers
Grievance and Disciplinary issues relating to all other staff	Line Manager
Appeals relating to employment issues	3 members identified from Board
Approving borrowing and investment strategies and principles	Corporate Services Sub Committee reported to Board
Agreeing Financial Regulations	Board
Approval of Annual Accounts	Board
Approval of Budget	Board
Monitoring financial performance and reporting to Board	Corporate Services Sub Committee/ Leadership Team
Ensuring annual audit carried out	Corporate Services Sub Committee Finance and Corporate Services Manager
Agreeing the opening and closure of bank or building society accounts in WHHA's name Holding of all bank and cheque books and other documentation in respect of WHHA's financial affairs	Corporate Services Sub Committee Finance and Corporate Services Manager
Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and financial regulations	As detailed in the Financial Regulations
Appointment of Contractors and Consultants	Chief Executive, Operations Manager

Authority For	Delegated To
Signing tenancy agreements	Housing and Customer Services Team
Shared Ownership Occupancy Agreements	Housing and Customer Services Team
Low Cost Home Ownership Agreements	Housing and Customer Services Team
Agreeing Eviction	Operations Manager/Partnership Lead
Approval of the annual rents and service charges	Board
Instructing Recovery Action for breach of tenancy conditions	Housing and Customer Services Team
Initiating ASBO or equivalent	Housing and Customer Services Team

Authority For	Delegated To
Negotiating terms for the acquisition of sites and making recommendations to Board	Chief Executive and Estates Manager
Approving Site Acquisition	Board
Ensuring targets specified in SDFP are achieved	Leadership Team
Negotiating savings to individual schemes:	
Up to 10% of agreed costs	Leadership Team
Over 10% of agreed costs	Board
Negotiating terms of loans to fund individual developments and making recommendations to Board	CEO/ Finance and Corporate Services Manager
Negotiating grant(s) to fund individual developments	CEO/ Partnership Lead
Approval of Claims against Contractors/Consultants	Board
Intimation of claims	Chief Executive, Operations Manager

Authorised Signatories

Authorised Signatories are required for all documents including contracts, annual returns to Regulators, tenders and tenancy agreements. The authorised signatories for WHHA are:

Legal documents	Dependent on instructions one Board Member - Chair or Vice Chair
Contracts: Employment	Chief Executive (Chair in the case of the Chief Executive's contract)
Development Consultants	Chief Executive, Operations Manager
Annual Returns to regulators (including Scottish Housing Regulator and OSCR)	Chair
Invitations to Tender	Chief Executive, Operations Manager
Strategy and Development Funding Plan	Any of the Leadership Team
Scottish Housing Regulator Scheme Work documentation	Any of the Leadership Team
Grant Claims	Any of the Leadership Team
Loan documentation	Dependent on instructions one Board Member - Chair or Vice Chair